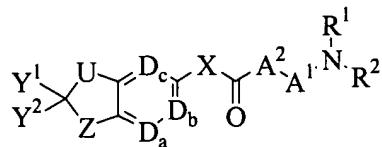


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings of claims in the application:

**Listing of Claims:**

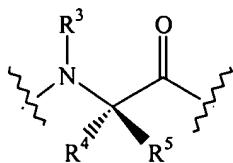
1. (original) A compound of the formula:



wherein

R<sup>1</sup> and R<sup>2</sup> are each members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl, heteroaryl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, heteroaryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, and heteroaryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, with the proviso that at least one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of aryl, heteroaryl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, heteroaryl(C<sub>1</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl;

A<sup>1</sup> is a member selected from the group consisting of L- $\alpha$ -amino acid fragments, D- $\alpha$ -amino acid fragments and fragments having the formula:

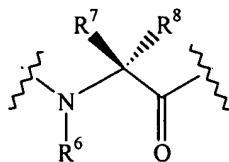


wherein

R<sup>3</sup> is selected from the group consisting of hydrogen and (C<sub>1</sub>-C<sub>4</sub>) alkyl;

R<sup>4</sup> and R<sup>5</sup> are each members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, or can be individually combined with R<sup>3</sup> to form a 5-, 6-, 7- or 8-membered ring containing from one to three heteroatoms;

A<sup>2</sup> is a member selected from the group consisting of L- $\alpha$ -amino acid fragments, D- $\alpha$ -amino acid fragments and fragments having the formula:



wherein

$R^6$  is selected from the group consisting of hydrogen and ( $C_1$ - $C_4$ )alkyl;  
 $R^7$  and  $R^8$  are each members independently selected from the group  
consisting of hydrogen, ( $C_1$ - $C_8$ )alkyl and ( $C_1$ - $C_8$ )heteroalkyl, or can be combined  
with each other to form a 5-, 6-, 7- or 8-membered ring containing from zero to three  
heteroatoms;

$X$  is a member selected from the group consisting of a bond, a ( $C_1$ - $C_4$ ) saturated  
or unsaturated alkylene linking group and a ( $C_1$ - $C_4$ ) saturated or unsaturated heteroalkylene  
linking group;

$D_a$ ,  $D_b$  and  $D_c$  are each independently selected from the group consisting of  $=N$ -  
and  $=C(R^9)$ -

wherein

each  $R^9$  is independently selected from the group consisting of hydrogen, halogen,  
cyano, nitro, ( $C_1$ - $C_6$ )alkyl, ( $C_1$ - $C_6$ )heteroalkyl, ( $C_1$ - $C_6$ )alkoxy, ( $C_1$ - $C_6$ )thioalkoxy,  
 $-NR^{10}R^{11}$ ,  $-C(O)OR^{10}$ ,  $-C(O)NR^{10}R^{11}$ ,  $-O-C(O)OR^{10}$ ,  $-NR^{11}-C(O)OR^{10}$ ,  $-NR^{10}-SO_2R^{12}$ ,  $-NR^{10}-$   
 $C(O)R^{11}$ ,  $-SO_2NR^{10}R^{11}$ , and  $-OC(O)NR^{10}R^{11}$ ;

wherein

each  $R^{10}$  and  $R^{11}$  are each independently a member selected from the group  
consisting of hydrogen, ( $C_1$ - $C_8$ )alkyl and ( $C_1$ - $C_8$ )heteroalkyl, or when attached to the same  
nitrogen atom can be combined with each other to form a 5-, 6-, 7- or 8-membered ring  
containing from zero to three heteroatoms; and

each  $R^{12}$  is independently a member selected from the group consisting of ( $C_1$ - $C_8$ )alkyl, ( $C_1$ - $C_8$ )heteroalkyl, aryl and heteroaryl;

$U$  and  $Z$  are each independently selected from the group consisting of a single  
bond,  $-CH_2-$ ,  $-CH(OH)-$ ,  $-C(O)-$ ,  $-CH_2O-$ ,  $-CH_2CH_2-$ ,  $-CH_2C(O)-$ ,  $-O-$ ,  $-S-$ ,  $-S-CH_2-$ ,  $-N(C(O)-$   
( $C_1$ - $C_9$ )alkyl)-,  $-N(R^{13})-$  and  $-N(R^{13})-CH_2-$ ;

wherein

each  $R^{13}$  is a member selected from the group consisting of hydrogen, ( $C_1$ - $C_8$ )alkyl, aryl and ( $C_1$ - $C_8$ )heteroalkyl;

$Y^1$  and  $Y^2$  are each independently selected from the group consisting of  $-CO_2H$  and  $-CO_2R^{14}$ ; and

$R^{14}$  is a member selected from the group consisting of ( $C_1$ - $C_9$ )alkyl, and ( $C_1$ - $C_9$ )heteroalkyl, or, alternatively, when  $Y^1$  and  $Y^2$  are each  $-CO_2R^{14}$ , each  $R^{14}$  and the oxygen to which it is attached, join to form a 5-, 6-, 7- or 8-membered heterocyclic ring.

2. (original) The compound of claim 1, wherein  $D_a$ ,  $D_b$  and  $D_c$  are each  $=CH-$ .

3. (original) The compound of claim 1, wherein  $X$  is a ( $C_2$ - $C_4$ ) unsaturated alkylene linking group.

4. (original) The compound of claim 1, wherein  $A^1$  is selected from the group consisting of L- $\alpha$ -amino acid fragments.

5. (original) The compound of claim 1, wherein  $A^2$  is selected from the group consisting of L- $\alpha$ -amino acid fragments.

6. (original) The compound of claim 1, wherein  $A^1$  and  $A^2$  are each independently selected from the group consisting of L- $\alpha$ -amino acid fragments.

7. (original) The compound of claim 1, wherein  $A^1$  and  $A^2$  are each independently selected from the group consisting of L- $\alpha$ -amino acid fragments;  $X$  is a ( $C_2$ - $C_4$ ) unsaturated alkylene linking group; and  $D_a$ ,  $D_b$  and  $D_c$  are each  $=CH-$ .

8. (original) The compound of claim 1, wherein  $U$  is selected from the group consisting of  $-CH_2-$  and  $-CH(OH)-$ .

9. (original) The compound of claim 1, wherein  $Z$  is selected from the group consisting of  $-CH_2-$ ,  $-O-$ ,  $-NH-$  and  $-S-$ .

10. (original) The compound of claim 1, wherein U is selected from the group consisting of -CH<sub>2</sub>- and -CH(OH)-; and Z is selected from the group consisting of -CH<sub>2</sub>-, -O-, -NH- and -S-.

11. (currently amended) The compound of claim 1, wherein A<sup>1</sup> and A<sup>2</sup> are each independently selected from the group consisting of [[a]]natural or unnatural L- $\alpha$ -amino acid fragments; X is a (C<sub>2</sub>-C<sub>4</sub>) unsaturated alkylene linking group; D<sub>a</sub>, D<sub>b</sub> and D<sub>c</sub> are each =CH-; U is selected from the group consisting of -CH<sub>2</sub>- and -CH(OH)-; and Z is selected from the group consisting of -CH<sub>2</sub>-, -O-, -NH- and -S-.

12. (original) The compound of claim 11, wherein X is an unsaturated alkylene moiety selected from the group consisting of -C(CH<sub>3</sub>)=CH and -CH=C(CH<sub>3</sub>).

13. (original) The compound of claim 1, wherein R<sup>1</sup> and R<sup>2</sup> are each members independently selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl.

14. (original) The compound of claim 11, wherein R<sup>1</sup> and R<sup>2</sup> are each members independently selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl.

15. (original) The compound of claim 1, wherein R<sup>1</sup> is an optionally substituted phenyl group.

16. (original) The compound of claim 1, wherein R<sup>1</sup> is an optionally substituted phenyl group and R<sup>2</sup> is an optionally substituted benzyl group.

17. (original) The compound of claim 11, wherein R<sup>1</sup> is an optionally substituted phenyl group.

18. (original) The compound of claim 11, wherein R<sup>1</sup> is an optionally substituted phenyl group and R<sup>2</sup> is an optionally substituted benzyl group.

19. (original) The compound of claim 1, wherein R<sup>1</sup> is an optionally substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl or (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl group and R<sup>2</sup> is an optionally substituted phenyl or benzyl group.

20. (original) The compound of claim 1, wherein R<sup>1</sup> is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH<sub>2</sub>, -C(NH)NH<sub>2</sub>, -CONH<sub>2</sub>, -CH<sub>2</sub>NHCO-(4-nitro-2-pyrazolyl), -CONHPh, -CH<sub>2</sub>NH<sub>2</sub>, -CH<sub>2</sub>NHCO-CH=CH-(3-nitrophenyl), -CH<sub>3</sub>, -Cl, -Br, -I, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, -OH, -Ph, -OPh, -CON(CH<sub>3</sub>)<sub>2</sub>, -C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>NHAc, -CN and -CH<sub>2</sub>NHCO-CH=CH-(4-pyridyl).

21. (original) The compound of claim 11, wherein R<sup>1</sup> is an optionally substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl or (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl group and R<sup>2</sup> is an optionally substituted phenyl or benzyl group.

22. (original) The compound of claim 11, wherein R<sup>1</sup> is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH<sub>2</sub>, -C(NH)NH<sub>2</sub>, -CONH<sub>2</sub>, -CH<sub>2</sub>NHCO-(4-nitro-2-pyrazolyl), -CONHPh, -CH<sub>2</sub>NH<sub>2</sub>, -CH<sub>2</sub>NHCO-CH=CH-(3-nitrophenyl), -CH<sub>3</sub>, -Cl, -Br, -I, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, -OH, -Ph, -OPh, -CON(CH<sub>3</sub>)<sub>2</sub>, -C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>NHAc, -CN and -CH<sub>2</sub>NHCO-CH=CH-(4-pyridyl).

23. (original) The compound of claim 11, wherein Z is -O-; R<sup>1</sup> is a member selected from the group consisting of an optionally substituted phenyl group or an optionally substituted heteroaryl; and R<sup>2</sup> is a member selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, heteroaryl(C<sub>1</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl.

24. (original) The compound of claim 4, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline.

25. (currently amended) The compound of claim 5, wherein A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, L-isoleucineL-isoleucine, L-threonine and L-*tert*-butylglycine.

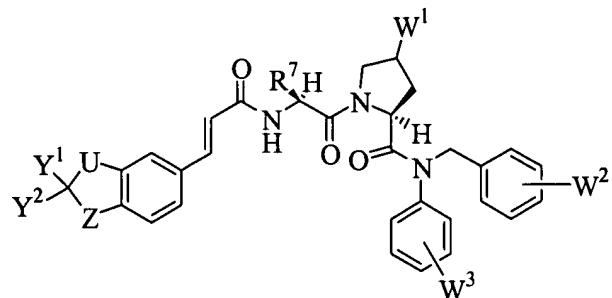
**26.** (currently amended) The compound of claim 11, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline; and A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, L-isoleucine, L-threonine and L-*tert*-butylglycine.

**27.** (original) The compound of claim 26, wherein R<sup>1</sup> and R<sup>2</sup> are each members independently selected from the group consisting of substituted or unsubstituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, substituted or unsubstituted aryl and substituted or unsubstituted aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl.

**28.** (currently amended) The compound of claim 27, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-alanine or L-proline; and A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-valine, L-leucine, L-isoleucine, or L-*tert*-butylglycine.

**29.** (original) The compound of claim 27, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-proline; and A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-*tert*-butylglycine.

**30.** (original) The compound of claim 1, having the formula:



wherein

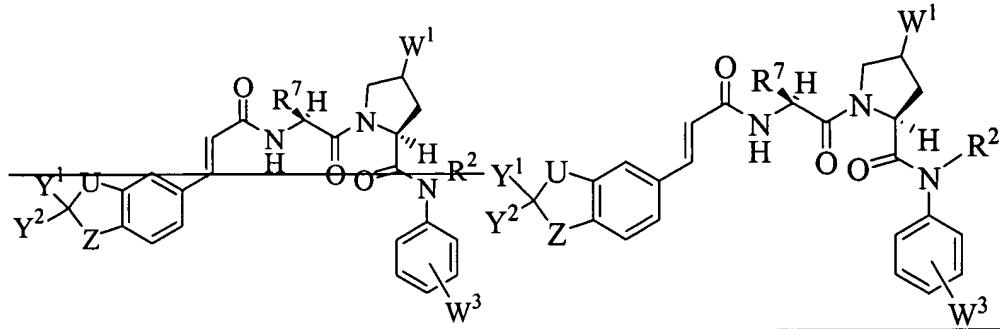
W<sup>1</sup> is a member selected from the group consisting of -H, -OR<sup>15</sup> and -NR<sup>15</sup>R<sup>16</sup>;

W<sup>2</sup> and W<sup>3</sup> are each members independently selected from the group consisting of hydrogen, halogen, -R<sup>17</sup>, -CO<sub>2</sub>R<sup>17</sup>, -OR<sup>17</sup>, -NR<sup>17</sup>R<sup>18</sup> and -CONR<sup>17</sup>R<sup>18</sup>;

wherein R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup> and R<sup>18</sup> are each members independently selected from the group consisting of hydrogen, aryl, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of -CH<sub>2</sub>-, -CH(OH)-, -C(O)-, -O-, -S- and -N(R<sup>13</sup>)-.

**31. (currently amended)** The compound of claim 1, having the formula:



wherein

R<sup>2</sup> is a member selected from the group consisting of substituted or unsubstituted (C<sub>1</sub>-C<sub>8</sub>)alkyl;

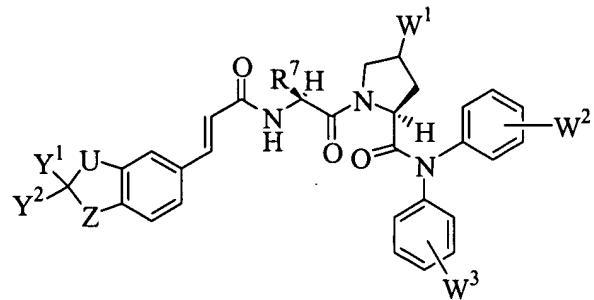
W<sup>1</sup> is a member selected from the group consisting of -H, -OR<sup>15</sup> and -NR<sup>15</sup>R<sup>16</sup>;

[W<sup>2</sup>]W<sup>3</sup> is a member selected from the group consisting of hydrogen, halogen, -R<sup>17</sup>, -CO<sub>2</sub>R<sup>17</sup>, -OR<sup>17</sup>, -NR<sup>17</sup>R<sup>18</sup> and -CONR<sup>17</sup>R<sup>18</sup>;

wherein R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup> and R<sup>18</sup> are each members independently selected from the group consisting of hydrogen, aryl, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of -CH<sub>2</sub>-, -CH(OH)-, -C(O)-, -O-, -S- and -N(R<sup>13</sup>)-.

**32. (original)** The compound of claim 1, having the formula:



wherein

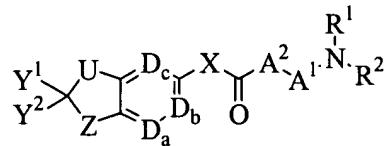
$W^1$  is a member selected from the group consisting of  $-H$ ,  $-OR^{15}$  and  $-NR^{15}R^{16}$ ;

$W^2$  and  $W^3$  are each members independently selected from the group consisting of hydrogen, halogen,  $-R^{17}$ ,  $-CO_2R^{17}$ ,  $-OR^{17}$ ,  $-NR^{17}R^{18}$  and  $-CONR^{17}R^{18}$ ;

wherein  $R^{15}$ ,  $R^{16}$ ,  $R^{17}$  and  $R^{18}$  are each members independently selected from the group consisting of hydrogen, aryl,  $(C_1-C_8)alkyl$ ,  $(C_1-C_8)heteroalkyl$ ,  $aryl(C_1-C_8)alkyl$ ,  $aryl(C_1-C_8)heteroalkyl$ ,  $alkylsulfonyl$ ,  $arylsulfonyl$  and  $arylsulfinyl$ ;

$U$  and  $Z$  are each members independently selected from the group consisting of  $-CH_2-$ ,  $-CH(OH)-$ ,  $-C(O)-$ ,  $-O-$ ,  $-S-$  and  $-N(R^{13})-$ .

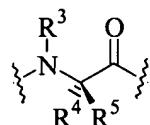
**33. (currently amended)** A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound having the formula:



wherein

$R^1$  and  $R^2$  are each members independently selected from the group consisting of hydrogen,  $(C_1-C_8)alkyl$ ,  $(C_1-C_8)heteroalkyl$ , aryl, heteroaryl,  $aryl(C_1-C_8)alkyl$ ,  $aryl(C_1-C_8)heteroalkyl$ ,  $heteroaryl(C_1-C_8)alkyl$ , and  $heteroaryl(C_1-C_8)heteroalkyl$ , with the proviso that at least one of  $R^1$  and  $R^2$  is selected from the group consisting of aryl, heteroaryl,  $aryl(C_1-C_8)alkyl$ ,  $aryl(C_1-C_8)heteroalkyl$ ,  $heteroaryl(C_1-C_8)alkyl$  and  $heteroaryl(C_1-C_8)heteroalkyl$ ;

$A^1$  is a member selected from the group consisting of L- $\alpha$ -amino acid fragments, D- $\alpha$ -amino acid fragments and fragments having the formula:



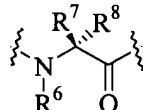
wherein

$R^3$  is selected from the group consisting of hydrogen and  $(C_1-C_4) alkyl$ ;

$R^4$  and  $R^5$  are each members independently selected from the group

consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, or can be individually combined with R<sup>3</sup> to form a 5-, 6-, 7- or 8-membered ring containing from one to three heteroatoms;

A<sup>2</sup> is a member selected from the group consisting of L- $\alpha$ -amino acid fragments, D- $\alpha$ -amino acid fragments and fragments having the formula:



wherein

R<sup>6</sup> is selected from the group consisting of hydrogen and (C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sup>7</sup> and R<sup>8</sup> are each members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, or can be combined with each other to form a 5-, 6-, 7- or 8-membered ring containing from zero to three heteroatoms;

X is a member selected from the group consisting of a bond, a (C<sub>1</sub>-C<sub>4</sub>) saturated or unsaturated alkylene linking group and a (C<sub>1</sub>-C<sub>4</sub>) saturated or unsaturated heteroalkylene linking group;

D<sub>a</sub>, D<sub>b</sub> and D<sub>c</sub> are each independently selected from the group consisting of =N- and =C(R<sup>9</sup>)-

wherein

each R<sup>9</sup> is independently selected from the group consisting of hydrogen, halogen, cyano, nitro, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)thioalkoxy, -NR<sup>10</sup>R<sup>11</sup>, -C(O)OR<sup>10</sup>, -C(O)NR<sup>10</sup>R<sup>11</sup>, -O-C(O)OR<sup>10</sup>, -NR<sup>11</sup>-C(O)OR<sup>10</sup>, -NR<sup>10</sup>-SO<sub>2</sub>R<sup>12</sup>, -NR<sup>10</sup>-C(O)R<sup>11</sup>, -SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>, and -OC(O)NR<sup>10</sup>R<sup>11</sup>;

wherein

each R<sup>10</sup> and R<sup>11</sup> are each independently a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, or when attached to the same nitrogen atom can be combined with each other to form a 5-, 6-, 7- or 8-membered ring containing from zero to three heteroatoms; and

each R<sup>12</sup> is independently a member selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl and heteroaryl;

U and Z are each independently selected from the group consisting of a single bond, -CH<sub>2</sub>-, -CH(OH)-, -C(O)-, -CH<sub>2</sub>O-, -CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>C(O)-, -O-, -S-, -S-CH<sub>2</sub>-, -N(C(O)-(C<sub>1</sub>-C<sub>9</sub>)alkyl)-, -N(R<sup>13</sup>)- and -N(R<sup>13</sup>)-CH<sub>2</sub>-,

wherein

R<sup>13</sup> is a member selected from the group consisting of H, (C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl;

Y<sup>1</sup> and Y<sup>2</sup> are each independently selected from the group consisting of -CO<sub>2</sub>H and -CO<sub>2</sub>R<sup>14</sup>

wherein

R<sup>14</sup> is a member selected from the group consisting of (C<sub>1</sub>-C<sub>9</sub>)alkyl, (C<sub>1</sub>-C<sub>9</sub>) heteroalkyl, or, alternatively, when Y<sup>1</sup> and Y<sup>2</sup> are each -CO<sub>2</sub>R<sup>14</sup>, each R<sup>14</sup> and the oxygen to which it is attached, join to form a 5-, 6-, 7-, or 8-membered heterocyclic ring.

**34. (currently amended)** The pharmaceutical composition of claim 33, wherein D<sub>a</sub>, D<sub>b</sub> and D<sub>c</sub> are each =CH-.

**35. (currently amended)** The pharmaceutical composition of claim 33, wherein X is a (C<sub>2</sub>-C<sub>4</sub>) unsaturated alkylene linking group.

**36. (currently amended)** The pharmaceutical composition of claim 33, wherein A<sup>1</sup> is selected from the group consisting of L- $\alpha$ -amino acid fragments.

**37. (currently amended)** The pharmaceutical composition of claim 33, wherein A<sup>2</sup> is selected from the group consisting of L- $\alpha$ -amino acid fragments.

**38. (currently amended)** The pharmaceutical composition of claim 33, wherein A<sup>1</sup> and A<sup>2</sup> are each independently selected from the group consisting of L- $\alpha$ -amino acid fragments.

**39. (currently amended)** The pharmaceutical composition of claim 33, wherein A<sup>1</sup> and A<sup>2</sup> are each independently selected from the group consisting of L- $\alpha$ -amino acid fragments; X is a (C<sub>2</sub>-C<sub>4</sub>) unsaturated alkylene linking group; and D<sub>a</sub>, D<sub>b</sub> and D<sub>c</sub> are each =CH-.

**40. (currently amended)** The pharmaceutical composition of claim 33, wherein U is selected from the group consisting of -CH<sub>2</sub>- and -CH(OH)-.

**41. (currently amended)** The pharmaceutical composition of claim 33, wherein Z is selected from the group consisting of -CH<sub>2</sub>-, -O-, -NH- and -S-.

**42. (currently amended)** The pharmaceutical composition of claim 33, wherein U is selected from the group consisting of -CH<sub>2</sub>- and -CH(OH)-; and Z is selected from the group consisting of -CH<sub>2</sub>-, -O-, -NH- and -S-.

**43. (currently amended)** The pharmaceutical composition of claim 33, wherein A<sup>1</sup> and A<sup>2</sup> are each independently selected from the group consisting of [[a]]natural or unnatural L- $\alpha$ -amino acid fragments; X is a (C<sub>2</sub>-C<sub>4</sub>) unsaturated alkylene linking group; D<sub>a</sub>, D<sub>b</sub> and D<sub>c</sub> are each =CH-; U is selected from the group consisting of -CH<sub>2</sub>- and -CH(OH)-; and Z is selected from the group consisting of -CH<sub>2</sub>-, -O-, -NH- and -S-.

**44. (currently amended)** The pharmaceutical composition of claim 43, wherein X is an unsaturated alkylene moiety selected from the group consisting of -C(CH<sub>3</sub>)=CH and -CH=C(CH<sub>3</sub>).

**45.** (currently amended) The pharmaceutical composition of claim 33, wherein R<sup>1</sup> and R<sup>2</sup> are each members independently selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl.

**46.** (currently amended) The pharmaceutical composition of claim 43, wherein R<sup>1</sup> and R<sup>2</sup> are each members independently selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl.

**47.** (currently amended) The pharmaceutical composition of claim 33, wherein R<sup>1</sup> is an optionally substituted phenyl group.

**48.** (currently amended) The pharmaceutical composition of claim 33, wherein R<sup>1</sup> is an optionally substituted phenyl group and R<sup>2</sup> is an optionally substituted benzyl group.

**49.** (currently amended) The pharmaceutical composition of claim 43, wherein R<sup>1</sup> is an optionally substituted phenyl group.

**50.** (currently amended) The pharmaceutical composition of claim 43, wherein R<sup>1</sup> is an optionally substituted phenyl group and R<sup>2</sup> is an optionally substituted benzyl group.

**51.** (currently amended) The pharmaceutical composition of claim 33, wherein R<sup>1</sup> is an optionally substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl or (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl group and R<sup>2</sup> is an optionally substituted phenyl or benzyl group.

**52.** (currently amended) The pharmaceutical composition of claim 33, wherein R<sup>1</sup> is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH<sub>2</sub>, -C(NH)NH<sub>2</sub>, -CONH<sub>2</sub>, -CH<sub>2</sub>NHCO-(4-nitro-2-pyrazolyl), -

CONHPh, -CH<sub>2</sub>NH<sub>2</sub>, -CH<sub>2</sub>NHCO-CH=CH-(3-nitrophenyl), -CH<sub>3</sub>, -Cl, -Br, -I, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, -OH, -Ph, -OPh, -CON(CH<sub>3</sub>)<sub>2</sub>, -C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>NHAc, -CN and -CH<sub>2</sub>NHCO-CH=CH-(4-pyridyl).

**53. (currently amended)** The pharmaceutical composition of claim 43, wherein R<sup>1</sup> is an optionally substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl or (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl group and R<sup>2</sup> is an optionally substituted phenyl or benzyl group.

**54. (currently amended)** The pharmaceutical composition of claim 43, wherein R<sup>1</sup> is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH<sub>2</sub>, -C(NH)NH<sub>2</sub>, -CONH<sub>2</sub>, -CH<sub>2</sub>NHCO-(4-nitro-2-pyrazolyl), -CONHPh, -CH<sub>2</sub>NH<sub>2</sub>, -CH<sub>2</sub>NHCO-CH=CH-(3-nitrophenyl), -CH<sub>3</sub>, -Cl, -Br, -I, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, -OH, -Ph, -OPh, -CON(CH<sub>3</sub>)<sub>2</sub>, -C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>NHAc, -CN and -CH<sub>2</sub>NHCO-CH=CH-(4-pyridyl).

**55. (currently amended)** The pharmaceutical composition of claim 43, wherein Z is -O-; R<sup>1</sup> is a member selected from the group consisting of an optionally substituted phenyl group or an optionally substituted heteroaryl; and R<sup>2</sup> is a member selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, heteroaryl(C<sub>1</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl.

**56. (currently amended)** The pharmaceutical composition of claim 36, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline.

**57. (currently amended)** The pharmaceutical composition of claim 37, wherein A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, L-isoleucine, L-soleucine, L-threonine and L-*tert*-butylglycine.

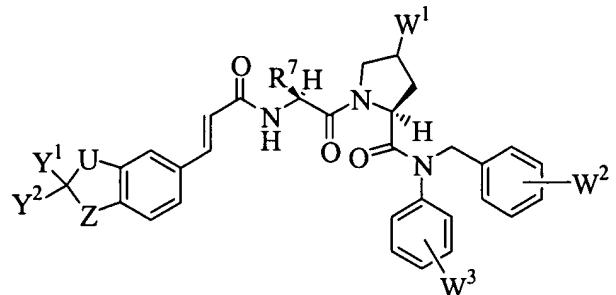
**58. (currently amended)** The pharmaceutical composition of claim 43, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline; and A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, L-isoleucineL-isoleucine, L-threonine and L-*tert*-butylglycine.

**59. (currently amended)** The pharmaceutical composition of claim 58, wherein R<sup>1</sup> and R<sup>2</sup> are each members independently selected from the group consisting of substituted or unsubstituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, substituted or unsubstituted aryl and substituted or unsubstituted aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl.

**60. (currently amended)** The pharmaceutical composition of claim 59, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-alanine or L-proline; and A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-valine, L-leucine, L-isoleucineL-isoleucine, or L-*tert*-butylglycine.

**61. (currently amended)** The pharmaceutical composition of claim 59, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-proline; and A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-*tert*-butylglycine.

**62. (currently amended)** The pharmaceutical composition of claim 33, said compound having the formula:



wherein

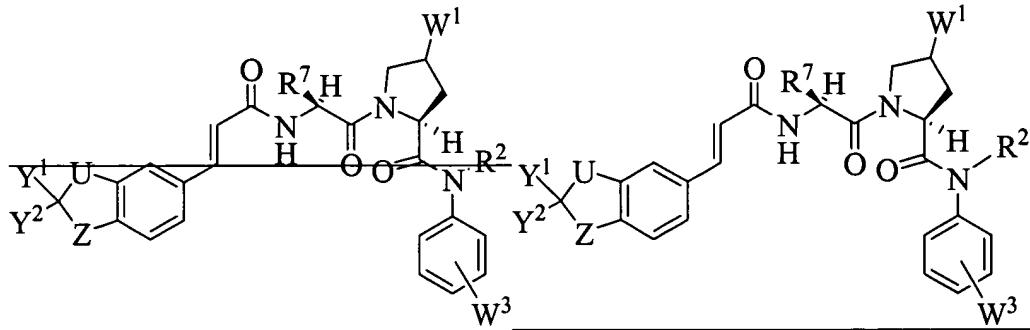
W<sup>1</sup> is a member selected from the group consisting of -H, -OR<sup>15</sup> and -NR<sup>15</sup>R<sup>16</sup>;

$W^2$  and  $W^3$  are each members independently selected from the group consisting of hydrogen, halogen,  $-R^{17}$ ,  $-CO_2R^{17}$ ,  $-OR^{17}$ ,  $-NR^{17}R^{18}$  and  $-CONR^{17}R^{18}$ ;

wherein R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup> and R<sup>18</sup> are each members independently selected from the group consisting of hydrogen, aryl, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of -CH<sub>2</sub>-, -CH(OH)-, -C(O)-, -O-, -S- and -N(R<sup>13</sup>)-.

63. (currently amended) The pharmaceutical composition of claim 33, said compound having the formula:



wherein

$R^2$  is a member selected from the group consisting of substituted or unsubstituted  $(C_1-C_8)alkyl$ ;

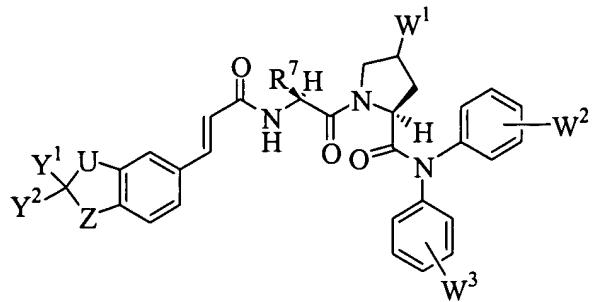
$W^1$  is a member selected from the group consisting of  $-H$ ,  $-OR^{15}$  and  $-NR^{15}R^{16}$ ;

**[[W<sup>2</sup>]]W<sup>3</sup>** is a member selected from the group consisting of hydrogen, halogen, -R<sup>17</sup>, -CO<sub>2</sub>R<sup>17</sup>, -OR<sup>17</sup>, -NR<sup>17</sup>R<sup>18</sup> and -CONR<sup>17</sup>R<sup>18</sup>;

wherein R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup> and R<sup>18</sup> are each members independently selected from the group consisting of hydrogen, aryl, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of -CH<sub>2</sub>-, -CH(OH)-, -C(O)-, -O-, -S- and -N(R<sup>13</sup>)-.

**64. (currently amended)** The pharmaceutical composition of claim 33, said compound having the formula:



wherein

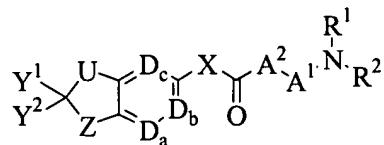
$W^1$  is a member selected from the group consisting of  $-H$ ,  $-OR^{15}$  and  $-NR^{15}R^{16}$ ;

$W^2$  and  $W^3$  are each members independently selected from the group consisting of hydrogen, halogen,  $-R^{17}$ ,  $-CO_2R^{17}$ ,  $-OR^{17}$ ,  $-NR^{17}R^{18}$  and  $-CONR^{17}R^{18}$ ;

wherein  $R^{15}$ ,  $R^{16}$ ,  $R^{17}$  and  $R^{18}$  are each members independently selected from the group consisting of hydrogen, aryl,  $(C_1-C_8)$ alkyl,  $(C_1-C_8)$ heteroalkyl, aryl( $C_1-C_8$ )alkyl, aryl( $C_1-C_8$ )heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

$U$  and  $Z$  are each members independently selected from the group consisting of  $-CH_2-$ ,  $-CH(OH)-$ ,  $-C(O)-$ ,  $-O-$ ,  $-S-$  and  $-N(R^{13})-$ .

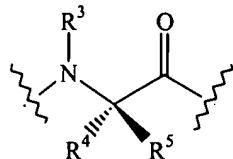
**65.** (currently amended) A method for treating asthma modulating a STAT6-dependent condition in a host in need thereof, comprising administering to said host a STAT6-modulating a therapeutically effective amount of a compound of the formula:



wherein

$R^1$  and  $R^2$  are each members independently selected from the group consisting of hydrogen,  $(C_1-C_8)$ alkyl,  $(C_1-C_8)$ heteroalkyl, aryl, heteroaryl, aryl( $C_1-C_8$ )alkyl, aryl( $C_1-C_8$ )heteroalkyl, heteroaryl( $C_1-C_8$ )alkyl, and heteroaryl( $C_1-C_8$ )heteroalkyl, with the proviso that at least one of  $R^1$  and  $R^2$  is selected from the group consisting of aryl, heteroaryl, aryl( $C_1-C_8$ )alkyl, aryl( $C_1-C_8$ )heteroalkyl, heteroaryl( $C_1-C_8$ )alkyl and heteroaryl( $C_1-C_8$ )heteroalkyl;

$A^1$  is a member selected from the group consisting of L- $\alpha$ -amino acid fragments, D- $\alpha$ -amino acid fragments and fragments having the formula:

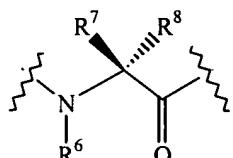


wherein

$R^3$  is selected from the group consisting of hydrogen and (C<sub>1</sub>-C<sub>4</sub>) alkyl;

$R^4$  and  $R^5$  are each members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, or can be individually combined with  $R^3$  to form a 5-, 6-, 7- or 8-membered ring containing from one to three heteroatoms;

$A^2$  is a member selected from the group consisting of L- $\alpha$ -amino acid fragments, D- $\alpha$ -amino acid fragments and fragments having the formula:



wherein

$R^6$  is selected from the group consisting of hydrogen and (C<sub>1</sub>-C<sub>4</sub>)alkyl;

$R^7$  and  $R^8$  are each members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, or can be combined with each other to form a 5-, 6-, 7- or 8-membered ring containing from zero to three heteroatoms;

$X$  is a member selected from the group consisting of a bond, a (C<sub>1</sub>-C<sub>4</sub>) saturated or unsaturated alkylene linking group and a (C<sub>1</sub>-C<sub>4</sub>) saturated or unsaturated heteroalkylene linking group;

$D_a$ ,  $D_b$  and  $D_c$  are each independently selected from the group consisting of =N- and =C(R<sup>9</sup>)-

wherein

each R<sup>9</sup> is independently selected from the group consisting of hydrogen, halogen, cyano, nitro, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)thioalkoxy, -NR<sup>10</sup>R<sup>11</sup>, -C(O)OR<sup>10</sup>, -C(O)NR<sup>10</sup>R<sup>11</sup>, -O-C(O)OR<sup>10</sup>, -NR<sup>11</sup>-C(O)OR<sup>10</sup>, -NR<sup>10</sup>-SO<sub>2</sub>R<sup>12</sup>, -NR<sup>10</sup>-C(O)R<sup>11</sup>, -SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>, and -OC(O)NR<sup>10</sup>R<sup>11</sup>;

wherein

each R<sup>10</sup> and R<sup>11</sup> are each independently a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, or when attached to the same nitrogen atom can be combined with each other to form a 5-, 6-, 7- or 8-membered ring containing from zero to three heteroatoms; and

each R<sup>12</sup> is independently a member selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl and heteroaryl;

U and Z are each independently selected from the group consisting of a single bond, -CH<sub>2</sub>-, -CH(OH)-, -C(O)-, -CH<sub>2</sub>O-, -CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>C(O)-, -O-, -S-, -S-CH<sub>2</sub>-, -N(C(O)-(C<sub>1</sub>-C<sub>9</sub>)alkyl)-, -N(R<sup>13</sup>)- and -N(R<sup>13</sup>)-CH<sub>2</sub>-;

wherein

each R<sup>13</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl;

Y<sup>1</sup> and Y<sup>2</sup> are each independently selected from the group consisting of -CO<sub>2</sub>H and -CO<sub>2</sub>R<sup>14</sup>; and

R<sup>14</sup> is a member selected from the group consisting of (C<sub>1</sub>-C<sub>9</sub>)alkyl, and (C<sub>1</sub>-C<sub>9</sub>)heteroalkyl, or, alternatively, when Y<sup>1</sup> and Y<sup>2</sup> are each -CO<sub>2</sub>R<sup>14</sup>, each R<sup>14</sup> and the oxygen to which it is attached, join to form a 5-, 6-, 7- or 8-membered heterocyclic ring.

**66. (original)** The method of claim 65, wherein D<sub>a</sub>, D<sub>b</sub> and D<sub>c</sub> are each =CH-.

**67. (original)** The method of claim 65, wherein X is a (C<sub>2</sub>-C<sub>4</sub>) unsaturated alkylene linking group.

**68. (original)** The method of claim 65, wherein A<sup>1</sup> is selected from the group consisting of L- $\alpha$ -amino acid fragments.

69. (original) The method of claim 65, wherein A<sup>2</sup> is selected from the group consisting of L- $\alpha$ -amino acid fragments.

70. (original) The method of claim 65, wherein A<sup>1</sup> and A<sup>2</sup> are each independently selected from the group consisting of L- $\alpha$ -amino acid fragments.

71. (original) The method of claim 65, wherein A<sup>1</sup> and A<sup>2</sup> are each independently selected from the group consisting of L- $\alpha$ -amino acid fragments; X is a (C<sub>2</sub>-C<sub>4</sub>) unsaturated alkylene linking group; and D<sub>a</sub>, D<sub>b</sub> and D<sub>c</sub> are each =CH-.

72. (original) The method of claim 65, wherein U is selected from the group consisting of -CH<sub>2</sub>- and -CH(OH)-.

73. (original) The method of claim 65, wherein Z is selected from the group consisting of -CH<sub>2</sub>-, -O-, -NH- and -S-.

74. (original) The method of claim 65, wherein U is selected from the group consisting of -CH<sub>2</sub>- and -CH(OH)-; and Z is selected from the group consisting of -CH<sub>2</sub>-, -O-, -NH- and -S-.

75. (currently amended) The method of claim 65, wherein A<sup>1</sup> and A<sup>2</sup> are each independently selected from the group consisting of [[a]]natural or unnatural L- $\alpha$ -amino acid fragments; X is a (C<sub>2</sub>-C<sub>4</sub>) unsaturated alkylene linking group; D<sub>a</sub>, D<sub>b</sub> and D<sub>c</sub> are each =CH-; U is selected from the group consisting of -CH<sub>2</sub>- and -CH(OH)-; and Z is selected from the group consisting of -CH<sub>2</sub>-, -O-, -NH- and -S-.

76. (original) The method of claim 75, wherein X is an unsaturated alkylene moiety selected from the group consisting of -C(CH<sub>3</sub>)=CH and -CH=C(CH<sub>3</sub>).

77. (original) The method of claim 65, wherein R<sup>1</sup> and R<sup>2</sup> are each members independently selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl.

**78.** (original) The method of claim **75**, wherein R<sup>1</sup> and R<sup>2</sup> are each members independently selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl.

**79.** (original) The method of claim **65**, wherein R<sup>1</sup> is an optionally substituted phenyl group.

**80.** (original) The method of claim **65**, wherein R<sup>1</sup> is an optionally substituted phenyl group and R<sup>2</sup> is an optionally substituted benzyl group.

**81.** (original) The method of claim **75**, wherein R<sup>1</sup> is an optionally substituted phenyl group.

**82.** (original) The method of claim **75**, wherein R<sup>1</sup> is an optionally substituted phenyl group and R<sup>2</sup> is an optionally substituted benzyl group.

**83.** (original) The method of claim **65**, wherein R<sup>1</sup> is an optionally substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl or (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl group and R<sup>2</sup> is an optionally substituted phenyl or benzyl group.

**84.** (original) The method of claim **65**, wherein R<sup>1</sup> is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH<sub>2</sub>, -C(NH)NH<sub>2</sub>, -CONH<sub>2</sub>, -CH<sub>2</sub>NHCO-(4-nitro-2-pyrazolyl), -CONHPh, -CH<sub>2</sub>NH<sub>2</sub>, -CH<sub>2</sub>NHCO-CH=CH-(3-nitrophenyl), -CH<sub>3</sub>, -Cl, -Br, -I, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, -OH, -Ph, -OPh, -CON(CH<sub>3</sub>)<sub>2</sub>, -C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>NHAc, -CN and -CH<sub>2</sub>NHCO-CH=CH-(4-pyridyl).

**85.** (original) The method of claim **75**, wherein R<sup>1</sup> is an optionally substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl or (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl group and R<sup>2</sup> is an optionally substituted phenyl or benzyl group.

86. (original) The method of claim 75, wherein R<sup>1</sup> is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH<sub>2</sub>, -C(NH)NH<sub>2</sub>, -CONH<sub>2</sub>, -CH<sub>2</sub>NHCO-(4-nitro-2-pyrazolyl), -CONHPh, -CH<sub>2</sub>NH<sub>2</sub>, -CH<sub>2</sub>NHCO-CH=CH-(3-nitrophenyl), -CH<sub>3</sub>, -Cl, -Br, -I, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, -OH, -Ph, -OPh, -CON(CH<sub>3</sub>)<sub>2</sub>, -C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>NHAc, -CN and -CH<sub>2</sub>NHCO-CH=CH-(4-pyridyl).

87. (original) The method of claim 75, wherein Z is -O-; R<sup>1</sup> is a member selected from the group consisting of an optionally substituted phenyl group or an optionally substituted heteroaryl; and R<sup>2</sup> is a member selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, heteroaryl(C<sub>1</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl.

88. (original) The method of claim 68, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline.

89. (currently amended) The method of claim 69, wherein A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, L-isoleucineL-isoleucine, L-threonine and L-*tert*-butylglycine.

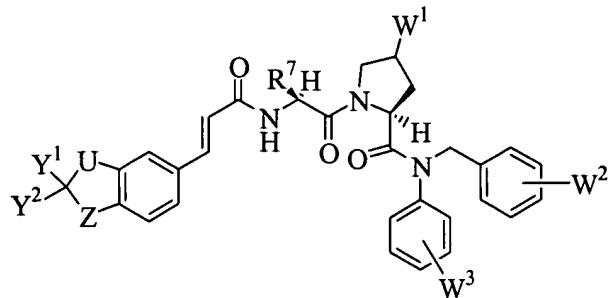
90. (currently amended) The method of claim 75, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline; and A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, L-isoleucineL-isoleucine, L-threonine and L-*tert*-butylglycine.

91. (original) The method of claim 90, wherein R<sup>1</sup> and R<sup>2</sup> are each members independently selected from the group consisting of substituted or unsubstituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, substituted or unsubstituted aryl and substituted or unsubstituted aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl.

92. (currently amended) The method of claim 91, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-alanine or L-proline; and A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-valine, L-leucine, L-isoleucineL-isoleucine, or L-*tert*-butylglycine.

93. (original) The method of claim 91, wherein A<sup>1</sup> is an L- $\alpha$ -amino acid fragment derived from L-proline; and A<sup>2</sup> is an L- $\alpha$ -amino acid fragment derived from L-*tert*-butylglycine.

94. (original) The method of claim 65, wherein said compound has the formula:



wherein

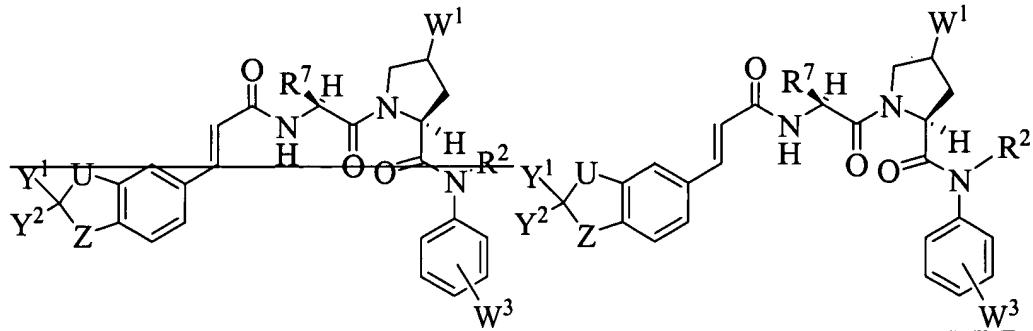
W<sup>1</sup> is a member selected from the group consisting of -H, -OR<sup>15</sup> and -NR<sup>15</sup>R<sup>16</sup>;

W<sup>2</sup> and W<sup>3</sup> are each members independently selected from the group consisting of hydrogen, halogen, -R<sup>17</sup>, -CO<sub>2</sub>R<sup>17</sup>, -OR<sup>17</sup>, -NR<sup>17</sup>R<sup>18</sup> and -CONR<sup>17</sup>R<sup>18</sup>;

wherein R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup> and R<sup>18</sup> are each members independently selected from the group consisting of hydrogen, aryl, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of -CH<sub>2</sub>-, -CH(OH)-, -C(O)-, -O-, -S- and -N(R<sup>13</sup>)-.

**95. (currently amended)** The method of claim 65, wherein said compound has the formula:



wherein

$R^2$  is a member selected from the group consisting of substituted or unsubstituted  $(C_1-C_8)$ alkyl;

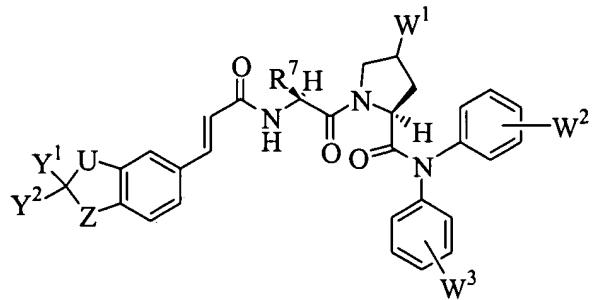
$W^1$  is a member selected from the group consisting of  $-H$ ,  $-OR^{15}$  and  $-NR^{15}R^{16}$ ;

$[(W^2)]W^3$  is a member selected from the group consisting of hydrogen, halogen,  $-R^{17}$ ,  $-CO_2R^{17}$ ,  $-OR^{17}$ ,  $-NR^{17}R^{18}$  and  $-CONR^{17}R^{18}$ ;

wherein  $R^{15}$ ,  $R^{16}$ ,  $R^{17}$  and  $R^{18}$  are each members independently selected from the group consisting of hydrogen, aryl,  $(C_1-C_8)$ alkyl,  $(C_1-C_8)$ heteroalkyl, aryl( $C_1-C_8$ )alkyl, aryl( $C_1-C_8$ )heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

$U$  and  $Z$  are each members independently selected from the group consisting of  $-CH_2-$ ,  $-CH(OH)-$ ,  $-C(O)-$ ,  $-O-$ ,  $-S-$  and  $-N(R^{13})-$ .

**96. (original)** The method of claim 65, wherein said compound has the formula:



wherein

W<sup>1</sup> is a member selected from the group consisting of -H, -OR<sup>15</sup> and -NR<sup>15</sup>R<sup>16</sup>;

W<sup>2</sup> and W<sup>3</sup> are each members independently selected from the group consisting of hydrogen, halogen, -R<sup>17</sup>, -CO<sub>2</sub>R<sup>17</sup>, -OR<sup>17</sup>, -NR<sup>17</sup>R<sup>18</sup> and -CONR<sup>17</sup>R<sup>18</sup>;

wherein R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup> and R<sup>18</sup> are each members independently selected from the group consisting of hydrogen, aryl, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of -CH<sub>2</sub>-, -CH(OH)-, -C(O)-, -O-, -S- and -N(R<sup>13</sup>)-.

97. (canceled).

98. (canceled).

99. (currently amended) The method in accordance with claim [[98]]65, wherein said compound of claim 1 is administered in combination with a second therapeutic agent.

100. (original) The method in accordance with claim 99, wherein said second therapeutic agent is selected from the group consisting of loratadine, fluticasone propionate, beclametasone dipropionate, budesonide, salmeterol xinafoate, ipratropium bromide, fexofenadine hydrochloride, cetirizine dihydrochloride, triamcinolone acetonide, cromolyn, salbutamol, montelukast sodium, ketotifen hydrogen fumarate, formoterol, zafirlukast, momefasone furoate, azelastine hydrochloride, epinastine, seratrodast, captopril, ramipril, zofenopril, colchicine, enalapril, lisinopril, trandolapril, gold sodium thiomalate, calcipotriene, cyclosporine, vinblastine and dapsone.

101. (original) The method in accordance with claim 99, wherein said compound of claim 1 and said second therapeutic agent are administered sequentially.

102. (original) A method in accordance with claim 99, wherein said compound of claim 1 and said second therapeutic agent are administered concurrently.

**103. (original)** A method in accordance with claim **99**, wherein said compound of claim **1** and said second therapeutic agent are each administered at dosages of from 1/100 to 1/2 of their dosages when administered individually.

**104. (original)** A method in accordance with claim **99**, wherein said compound of claim **1** and said second therapeutic agent are each administered at dosages of from 1/10 to 1/4 of their dosages when administered individually.